



Ia

or a pharmaceutically acceptable salt thereof, wherein

- R¹ is
- 1) C₁-10alkyl,
 - 2) C₂-10alkenyl,
 - 3) C₂-10alkynyl,
 - 4) Cy,
 - 5) Cy-C₁-10alkyl,
 - 6) Cy-C₂-10alkenyl,
 - 7) Cy-C₂-10alkynyl,

wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from R^a; and Cy is optionally substituted with one to four substituents independently selected from R^b;

- a' cont.
- R² is
- 1) hydrogen,
 - 2) C₁-10alkyl,
 - 3) C₂-10alkenyl,
 - 4) C₂-10alkynyl,
 - 5) aryl,
 - 6) aryl-C₁-10alkyl,
 - 7) heteroaryl,
 - 8) heteroaryl-C₁-10alkyl,

wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from R^a; and aryl and heteroaryl optionally substituted with one to four substituents independently selected from R^b;

- R³ is
- 1) hydrogen,
 - 2) C₁-10 alkyl,

- 3) Cy, or
- 4) Cy-C₁₋₁₀ alkyl,

wherein alkyl is optionally substituted with one to four substituents independently selected from R^a; and Cy is optionally substituted with one to four substituents independently selected from R^b;

- R⁴ is
- 1) hydrogen,
 - 2) C₁₋₁₀alkyl,
 - 3) C₂₋₁₀alkenyl,
 - 4) C₂₋₁₀alkynyl,
 - 5) Cy,
 - 6) Cy-C₁₋₁₀alkyl,
 - 7) Cy-C₂₋₁₀alkenyl,
 - 8) Cy-C₂₋₁₀alkynyl,

wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from phenyl and R^x, and Cy is optionally substituted with one to four substituents independently selected from R^y; or

R³, R⁴ and the atoms to which they are attached together form a mono- or bicyclic ring containing 0-2 additional heteroatoms selected from N, O and S;

- a
cont.
- R⁵ is
- 1) hydrogen,
 - 2) C₁₋₁₀alkyl,
 - 3) C₂₋₁₀alkenyl,
 - 4) C₂₋₁₀alkynyl,
 - 5) aryl,
 - 6) aryl-C₁₋₁₀alkyl,
 - 7) heteroaryl,
 - 8) heteroaryl-C₁₋₁₀alkyl,

wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R^x, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R^y; or

R⁴, R⁵ and the carbon to which they are attached form a 3-7 membered mono- or bicyclic ring containing 0-2 heteroatoms selected from N, O and S;

R⁶, R⁷, and R⁸ are each independently selected from the group consisting of

- 1) a group selected from R^d, and
- 2) a group selected from R^x; or

two of R⁶, R⁷, and R⁸ and the atom to which both are attached, or two of R⁶, R⁷, and R⁸ and the two adjacent atoms to which they are attached, together form a 5-7 membered saturated or unsaturated monocyclic ring containing zero to three heteroatoms selected from N, O or S,

- R^a is
- 1) Cy, or
 - 2) a group selected from R^x;

wherein Cy is optionally substituted with one to four substituents independently selected from R^c;

- R^b is
- 1) a group selected from R^a,
 - 2) C₁₋₁₀ alkyl,
 - 3) C₂₋₁₀ alkenyl,
 - 4) C₂₋₁₀ alkynyl,
 - 5) aryl C₁₋₁₀alkyl,
 - 6) heteroaryl C₁₋₁₀ alkyl,

wherein alkyl, alkenyl, alkynyl, aryl, heteroaryl are optionally substituted with a group independently selected from R^c;

- R^c is
- 1) halogen,
 - 2) NO₂,
 - 3) C(O)OR^f,
 - 4) C₁₋₄alkyl,
 - 5) C₁₋₄alkoxy,
 - 6) aryl,
 - 7) aryl C₁₋₄alkyl,
 - 8) aryloxy,
 - 9) heteroaryl,
 - 10) NR^fR_g,
 - 11) NR^fC(O)R_g,
 - 12) NR^fC(O)NR^fR_g, or

a
cont.

13) CN;

R^d and R^e are independently selected from hydrogen, C₁₋₁₀alkyl, C₂₋₁₀ alkenyl, C₂₋₁₀alkynyl, Cy and Cy C₁₋₁₀alkyl, wherein alkyl, alkenyl, alkynyl and Cy is optionally substituted with one to four substituents independently selected from R^c; or
R^d and R^e together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R^f and R^g are independently selected from hydrogen, C₁₋₁₀alkyl, Cy and Cy-C₁₋₁₀alkyl wherein Cy is optionally substituted with C₁₋₁₀alkyl; or

R^f and R^g together with the carbon to which they are attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

a
cont.

R^h is

- 1) hydrogen,
- 2) C₁₋₁₀alkyl,
- 3) C₂₋₁₀alkenyl,
- 4) C₂₋₁₀alkynyl,
- 5) cyano,
- 6) aryl,
- 7) aryl C₁₋₁₀alkyl,
- 8) heteroaryl,
- 9) heteroaryl C₁₋₁₀alkyl, or
- 10) -SO₂Rⁱ;

wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from R^a; and aryl and heteroaryl are each optionally substituted with one to four substituents independently selected from R^b;

Rⁱ

- 1) C₁₋₁₀alkyl,
- 2) C₂₋₁₀alkenyl,
- 3) C₂₋₁₀alkynyl, or
- 4) aryl;

wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from R^c;

- a
Cont.*
- R^x is
- 1) -OR^d,
 - 2) -NO₂,
 - 3) halogen
 - 4) -S(O)_mR^d,
 - 5) -SR^d,
 - 6) -S(O)₂OR^d,
 - 7) -S(O)_mNR^dRe,
 - 8) -NR^dRe,
 - 9) -O(CR^fR^g)_nNR^dRe,
 - 10) -C(O)R^d,
 - 11) -CO₂R^d,
 - 12) -CO₂(CR^fR^g)_nCONR^dRe,
 - 13) -OC(O)R^d,
 - 14) -CN,
 - 15) -C(O)NR^dRe,
 - 16) -NR^dC(O)Re,
 - 17) -OC(O)NR^dRe,
 - 18) -NR^dC(O)OR^e,
 - 19) -NR^dC(O)NR^dRe,
 - 20) -CR^d(N-OR^e),
 - 21) -CF₃,
 - 22) oxo,
 - 23) NR^dC(O)NR^dSO₂Rⁱ,
 - 24) NR^dS(O)_mRe,
 - 25) -OS(O)₂OR^d, or
 - 26) -OP(O)(OR^d)₂;

- R^y is
- 1) a group selected from R^x,
 - 2) C₁₋₁₀ alkyl,
 - 3) C₂₋₁₀ alkenyl,
 - 4) C₂₋₁₀ alkynyl,
 - 5) aryl C₁₋₁₀ alkyl,
 - 6) heteroaryl C₁₋₁₀ alkyl,

- 7) cycloalkyl,
- 8) heterocyclyl;

wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from R^X ;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

m is an integer from 1 to 2;

n is an integer from 1 to 10;

- X is
- 1) $-C(O)OR^d$,
 - 2) $-P(O)(OR^d)(OR^e)$
 - 3) $-P(O)(R^d)(OR^e)$
 - 4) $-S(O)_mOR^d$,
 - 5) $-C(O)NR^dR^h$, or
 - 6) -5-tetrazolyl;

- Y is
- 1) $-C(O)-$,
 - 2) $-O-C(O)-$,
 - 3) $-NR^e-C(O)-$,
 - 4) $-S(O)_2-$,
 - 5) $-P(O)(OR^4)$ or
 - 6) $C(O)C(O)$;

Z and A are independently selected from $-C-$ and $-C-C-$;

B is selected from the group consisting of

- 1) a bond,
- 2) $-C-$
- 3) $-C-C-$,
- 3) $-C=C-$,
- 4) a heteroatom selected from the group consisting of nitrogen, oxygen, and sulfur; and

a!
Cont.